

RECORDATION NO. 23512 FILED

JUN 19 '01 12:50 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 20, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (2001-7), dated as of June 20, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Metropolitan Atlanta Rapid Transit Authority 2424 Piedmont Road, N.E. Atlanta, Georgia 30324-3330
Lessee:	MARTA Rail Statutory Trust 2001-7 c/o Wilmington Trust Company, Trustee 1100 North Market Street Wilmington, Delaware 19801

A description of the railroad equipment covered by the enclosed document is:

Fourteen (14) Franco Belge built railcars with Metropolitan Atlanta Rapid Transit Authority reporting marks and road numbers 195 - 198 and 501 - 510.

Mr. Vernon A. Williams  
June 20, 2001  
Page Two

A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (2001-7), dated  
as of June 20, 2001, between Metropolitan Atlanta Rapid  
Transit Authority, Lessor and MARTA Rail Statutory Trust  
2001-7, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF HEAD LEASE AGREEMENT**

(2001-7)

This Memorandum of Head Lease Agreement is made and entered into as of June 20, 2001, by and between METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY (hereinafter referred to as "Lessor") and WILMINGTON TRUST COMPANY not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-7 (hereinafter referred to as "Lessee") respecting that certain Head Lease Agreement (2001-7) dated June 20, 2001, between Lessor and Lessee (the "Head Lease").

Pursuant to the provisions of the Head Lease, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the Head Lease.
2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Head Lease Agreement is not a summary of the Head Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Head Lease Agreement and the provisions of the Head Lease, the provisions of the Head Lease shall control.
3. This Memorandum of Head Lease Agreement is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant 49 U.S.C. Section 11301(a).

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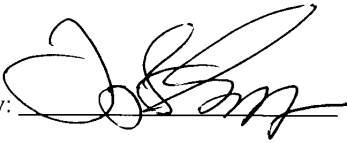
JUN 19 '01 12:50 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Head Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY

By: 

Name: Terry L. Griffis

Title: Assistant General Manager, Finance

LESSEE:

MARTA RAIL STATUTORY  
TRUST 2001-7

By: Wilmington Trust Company,  
not in its individual capacity, but  
solely as Trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Head Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

METROPOLITAN ATLANTA  
RAPID TRANSIT AUTHORITY

By: \_\_\_\_\_

Name: Terry L. Griffis

Title: Assistant General Manager, Finance

LESSEE:

MARTA RAIL STATUTORY  
TRUST 2001-7

By: Wilmington Trust Company,  
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By:  \_\_\_\_\_


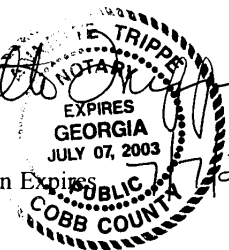
Name: **W. CHRIS SPONENBERG**  
**~~ASSISTANT VICE PRESIDENT~~**

Title: \_\_\_\_\_

STATE OF GEORGIA )  
 )  
COUNTY OF FULTON )

SS:

On this 18th of June, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is Assistant General Manager, Finance of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
My Commission Expires 7/2003  


STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

SS:

On this \_\_\_\_\_ of June, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, stated that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-7 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ of June, 2001, before me personally appeared Terry L. Griffis, to me personally known, who being duly sworn, stated that he/she is Assistant General Manager, Finance of METROPOLITAN ATLANTA RAPID TRANSIT AUTHORITY that said instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF NEW CASTLE )

On this 18th of June, 2001, before me personally appeared W. Chris Sporenberg to me personally known, who being duly sworn, stated that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation, not in its individual capacity, but solely as trustee on behalf of MARTA Rail Statutory Trust 2001-7 by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires

  
JANEL R. HAVRILLA  
NOTARY PUBLIC-DELAWARE  
My Commission Expires Feb. 2, 2005

**EXHIBIT A**

UNITS

NO. OF RAILCARS

MANUFACTURER

REPORTING MARK

Fourteen (14)

Franco Belge

Marta

**Railcar**

**Railcar Unit  
Number**

47	195
48	196
49	197
50	198
51	501
52	502
53	503
54	504
55	505
56	506
57	507
58	508
59	509
60	510



**EXHIBIT A**

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